

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re ITT CORPORATION DERIVATIVE
LITIGATION

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: Case No. 07 Civ. 2878 (CLB)
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**DECLARATION OF ROBERT I. HARWOOD IN SUPPORT
OF PLAINTIFFS' MEMORANDUM OF LAW IN
OPPOSITION TO ITT CORPORATION'S MOTION TO DISMISS**

ROBERT I HARWOOD hereby declares under the laws of perjury of the United States as follows:

1. I am a member of the firm of Harwood Feffer LLP, Chairman of Plaintiffs' Executive Committee in this action, and am admitted to practice before this Court. I respectfully submit this declaration in opposition to defendant ITT Corporation's ("ITT's") motion to dismiss the Verified Consolidated Amended Complaint. I am fully familiar with the facts and circumstances stated herein.

2. Attached hereto as Exhibit A is a copy of plaintiff Anthony Reale's Pre-Suit Demand Letter dated April 12, 2007 to ITT's Board of Directors.

3. Attached hereto as Exhibit B is a copy of Pre-Trial Order No. 2, dated May 26, 2004, in In re AOL Time Warner Shareholder Litig., Master File No. 02 CV 6302 (S.D.N.Y.) (SWK) ("AOL Litig.").

4. Attached hereto as Exhibit C is a copy of the Opinion and Order, dated May 26, 2004 in the AOL Litig.

Dated: December 28, 2007

/s/Robert I. Harwood

Robert I. Harwood